

BEFORE THE INSURANCE COMMISSIONER
OF THE STATE OF WASHINGTON

In the Matter of the Application
regarding the Conversion and
Acquisition of Control of Premera Blue
Cross and its Affiliates.

No. G 02-45

DECLARATION OF JOHN P.
DOMEIKA

I, John P. Domeika, declare and state as follows:

1. I am the Senior Vice President and General Counsel of Premera Blue Cross ("Premera"). I have personal knowledge of the matters set forth herein and am competent to testify to those matters.

2. In early September 2003, Yori Milo and I contacted the OIC Staff's lead consultant and asked whether it would be possible to get together. We said that we were interested in discussing any concerns that the consultants had and would be describing in their draft reports, so that we could understand the bases for those concerns and begin to consider how to address them.

3. After a conversation between the OIC Staff and their lead consultant, we were advised that any substantive discussions should await issuance of the draft consultant reports.

DECLARATION OF JOHN P. DOMEIKA - 1

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4. On October 7, 2003, shortly after receiving the consultants' draft reports, we met with the OIC Staff and asked when we could meet to discuss the concerns raised by the OIC's consultants—specifically, the investment banking consultant and the legal consultant.

5. On October 8, 2003, following the Commissioner's status conference, Mr. Milo had a follow-up conversation with the OIC Staff and again asked for an opportunity to meet.

6. Subsequent communications between the OIC Staff and Premera on this subject are attached as Exhibits A-E to the Declaration of James T. Odiorne.

I declare under penalty of perjury under the laws of the State of Washington that the foregoing is true and correct:

EXECUTED this 22nd day of October, 2003 at Seattle, Washington.


JOHN P. DOMEIKA